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**BYLAWS
(Proposed)**

THE FIRST UNITARIAN CHURCH OF LOS ANGELES, INCORPORATED

2936 West Eighth Street
Los Angeles, CA 90005

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ARTICLE I

POLITY

Section 1. Name and Incorporation

The name of this religious organization and the corporation under which it does business shall be The First Unitarian Church of Los Angeles.

Section 2. Affiliation

This church, while reserving congregational independence, acknowledges its fellowship with other churches of free spirit and its affiliation with the Unitarian-Universalist Association.

Section 3. Purpose of the Church

It is the purpose of the First Unitarian Church of Los Angeles to advocate and practice a universal religion of reason, brotherhood, and good will, enriched alike by the great traditions of the past and insights of modern science and philosophy.

We profess our allegiance to reverence for life, the quest for truth, and the cause of a united world community, undivided by nation, race or creed.

We propose to share in the ever-new struggle against social wrongs and economic injustice.

We honor heroic men and women of the past and present who speak to us from the earth's rich diversity of cultures.

We endeavor to resist formalizing religion into ritual or sect.

We invite persons of differing mind and convictions to share our common cause and to respect our agreements and our differences with generous tolerance.

Through the ministry of public services, through the class, the school, the arts, the fellowship of friends, through the disciplines of personal and social responsibility, we affirm our desire to build a church of all peoples based on freedom and united by love.

If practicable, and unless otherwise specified by the Bylaws, decisions by the Board, by committees and by the congregation shall be by consensus; consensus is defined as either unanimously or, if any voting member does not support a proposal sufficiently to vote in favor of it, s/he does not oppose the measure strongly enough to vote against it. In the absence of consensus, decisions shall be by majority vote.

ARTICLE II

MEMBERSHIP

Section 1. Eligibility

All persons 16 years of age or over, who attend services at this Church, ~~and who subscribe~~who sign their names to the ~~roll of~~ membership book, shall be members of the corporation.

Section 2. Voting Eligibility

Members may vote on any and all matters presented for such purpose at annual, semi-annual and special meetings of the corporation provided that they have made a pledge of record and a contribution of record within thirteen months prior to the meeting; and further provided that such contribution is received more than seven days prior to the meeting. The Board of Trustees may, upon application, waive the financial requirement for voting in appropriate cases. There shall be no voting by proxy.

Section 2e.1: Absentee Voting

Any eligible member who, for certified medical reasons, cannot attend a congregational meeting shall notify the Board of Trustees in writing no less than 14 days prior to such meeting to receive an absentee ballot on all issues to be presented for member consideration. Excluded from the absentee ballot shall be selection of trustees. Ballot must be received at the church 4 days prior to the scheduled meeting.

~~Section 3: Failure to Contribute~~

~~The Board of Trustees may at its discretion remove from the membership rolls any member who has not made a contribution of record of twelve dollars (\$12) or more within a period of twelve months.~~

ARTICLE III

TRUSTEES

Section 1: General Powers and Number

The corporate powers of this corporation, as provided in the Articles of Incorporation, shall be vested in a Board of Trustees of not less than five (5) and not more than seven (7) Trustees. All trustees shall be members of said corporation.

The Board, subject to the prime authority of the congregation, is the principal policy forming and administrative body of the church. The Board has full authority and responsibility, except as limited by these Bylaws, to act on the business and programs of the church. The Board's powers shall include employment and discharge of necessary professional and technical staff, except the called Minister. The Board shall maintain a book of Board and Committee Policies, open to inspection.

The specific number of Trustees in any calendar year shall be determined by the Board of Trustees during the prior year and they shall notify the members

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of the congregation at least (30) days prior to the annual congregational meeting of any changes in the existing number.

Section Ia.1. Ex-Officio Trustees

The Board of Trustees may, at its discretion, appoint from one to three ex-officio members of the Board. Such members are to be chosen from church committees or groups not represented on the elected Board, names to be suggested by the groups involved. These ex-officio members will be appointed for one year, and will not have voting rights.

Section 2. Financial Administration

~~The Board of Trustees shall have full power to conduct, manage and control the business of the corporation, except that the Board shall not borrow money in excess of the amount of three thousand dollars (\$3,000) unless a majority plus one (1) member of the Board concur, in which event loans aggregating five thousand dollars (\$5,000) may be incurred. In no event shall the Board of Trustees borrow money in excess of five thousand dollars (\$5,000) without first having been authorized to do so by resolution of this corporation. The board's powers shall include employment and discharge of necessary professional and technical staff, except the Minister.~~

The general management and control of all funds and property of the corporation shall be vested in the Board of Trustees. Disbursement of funds shall require the dual signatures of the President and Treasurer or, in their absence, the signature(s) of the Vice President, Secretary and/or Church Administrator. Officers authorized to disburse funds shall be bonded for an amount equal to not less than ten per cent (10%) of disburseable funds.

The Board of Trustees shall have full power to conduct, manage and control the business of the corporation, except that the Board shall not borrow money in excess of the amount of seven thousand five hundred dollars (\$7,500) unless by a vote of a majority plus one (1) member of the Board, in which event loans aggregating ten thousand dollars (\$10,000) may be incurred. In no event shall the Board of Trustees borrow money in excess of ten thousand dollars (\$10,000) without first having been authorized to do so by a vote of the membership.

Deposits and investments of any funds shall be made in institutions or securities approved by the Board of Trustees.

The fiscal year of the corporation shall be the twelve (12) month period ending with the last day of the month of June of each year.

Section 3. Powers Reserved for Membership

The Trustees of this corporation shall have no power to sell or to cause to be sold, or effect any encumbrance of any property belonging to this corporation of a value in excess of one thousand dollars (\$1,000), and being used for church purposes, unless and until they shall have been first authorized to do so at any annual, semi-annual, or special meeting of the members by a vote of the majority of the members of said corporation present and qualified to vote.

ARTICLE IV

ELECTION OF TRUSTEES

Section 1: Election and Terms of Office

The Trustees of this corporation shall be elected by a majority vote of the members present at an annual meeting of the members of the corporation and the normal office term shall be three (3) years. No trustee shall be eligible for reelection or reappointment after having served two (2) consecutive terms. Eligibility can be re-established after a waiting period of twelve (12) months from expiration of the last term.

When a vacancy occurs due to the resignation of a Trustee or any other reason, such vacancy may be filled by appointment by a simple majority of the Trustees. An appointed Trustee shall serve for the unexpired term of the replaced Trustee and shall be eligible for election to the Board at the end of that term. This would be considered a second consecutive term.

All candidates for election to the Board shall have been members of the Church for at least one year prior to candidacy election.

Section 2. Nominating Committee Procedures

A nominating committee of three (3) members shall be elected by the members at the semi-annual meeting, the three having the highest number of votes to be declared elected. They will choose their own chairman. No member of the Board of Trustees may serve on the Nominating Committee. The Nominating Committee shall be charged with the responsibility of soliciting candidates for the Board from as many church committees and organizations as possible. It shall be the duty of the Nominating Committee to ensure the nomination of at least two (2) more persons than there are offices to be filled at the election. The names of all nominees shall be submitted to the church Newsletter not later than November 15 of each year. In the event there is no regular Newsletter or bulletin, a special mailing to the members shall take place by November 15. The names of the nominees shall be presented in written form to all members attending the annual meeting. No member of the Committee may be a candidate for election to the Board of Trustees.

Section 3. Nomination by Petition:

Any name presented to the Nominating Committee by written petition signed by ten percent~~twenty-five (25)~~ (10%) or more voting members of the church shall be included in the list of nominees, without discrimination or distinction of any kind. A sufficient form for nomination by petition shall be:

“We the undersigned members of the First Unitarian Church hereby nominate _____ as a candidate for election to the Board of Trustees.”

ARTICLE V

OFFICERS

Section 1. Enumeration Election and Terms

The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Trustees at their organizational meeting following the annual meeting of the members of the corporation. The President and Vice-President must be members of the Board of Trustees. All officers shall hold office for a period of one (1) year, or until his or her successor shall be duly elected and qualified, provided, however, that any such officer may be removed at any time by the affirmative vote of two-thirds (2/3) of all the members of the Board of Trustees. The office of such officers so removed shall be declared vacant and shall thereafter be filled by majority vote of all the members of the Board of Trustees.

Section 2. Powers

The powers of the President, Vice-President, Secretary, and Treasurer shall be those powers which are delineated by the Board of Trustees. The Vice-President shall serve as Chair of the Church Council.

ARTICLE VI

SUSPENSION AND EXPULSION

Section 1. Termination of Membership

Any member of this corporation may be suspended or expelled for behavior which is detrimental to our faith community. ~~conduct unbecoming a member of this corporation.~~ Such suspension or expulsion shall be by vote of two-thirds (2/3) of the members present and qualified to vote, at any annual or semi-annual meeting of the members of this corporation, or at any special meeting called for such purposes.

Section 2. Removal of Trustees for Cause

All, or any, of the Trustees of this corporation may be removed from office, by a vote of not less than two-thirds (2/3) of the members present and qualified to vote at any special meeting of the members of this corporation called for that purpose, and in the event of such removal, the successor or successors of such Trustees may be elected by majority vote of the members of the corporation present and qualified to vote.

Section 3. Removal of Trustees for Absence

Any Trustee who shall absent himself from duly called meetings of the Board, with or without cause, for a period of three (3) consecutive months, may be removed from office by the vote of two-thirds (2/3) of all the Trustees.

ARTICLE VII

MINISTER

Section 1. Election~~Selection~~

The minister shall be elected~~called~~ by a vote of not less than eighty percent (80%)~~two-thirds (2/3)~~ of the members present and qualified to vote at a special meeting of the members of this corporation called for that purpose.

The minister so ~~elected~~called shall serve as such until his/her employment be terminated by the members of the corporation by at least three (3) months' written notice to such minister, or upon the resignation of such minister after giving at least three (3) months' notice in writing to the Board of Trustees. The compensation of the minister shall be subject to negotiation between the minister and the Board.

In the absence of a called minister, the Board of Trustees may elect to hire a contract minister.

Section 2. Removal

The minister may be removed at a special meeting of the membership called for that purpose. Notice of such special meeting shall be given as prescribed in Article VIII hereof. The minister may be removed by a majority vote ~~of two-thirds (2/3)~~ of all members of the corporation voting at such special meeting.

Section 3. Role

The minister and the members of the church share the responsibility for the Church and its spiritual interests and activities. The Church looks to its Minister for spiritual leadership, for assistance in setting and articulating its vision. It is a basic premise of this Church that any Minister has the right to express personal views and values when in the pulpit or through any other means of communication. The Minister shall be encouraged to participate in those activities which enhance the Church's presence in the community as a liberally religious, socially responsible organization. The Minister shall bring to the attention of the Board of Trustees any matters that seem pertinent to the general welfare of the Church, and shall advise the Board with reference to Church policy, but the final decisions remain with the Board as set forth in these bylaws and as directed by meetings of the Church.

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ARTICLE VIII MEETINGS

Section 1. Annual and Semiannual Meetings

The annual meeting for the members of this corporation shall be held on a date and at an hour to be set by the Board of Trustees between the first and the fifteenth of December of each year, at the church of the Corporation in Los Angeles, California, to transact all business coming before the meeting. Notice of such annual meeting shall be given all members by mail in writing not less than twenty (20) days before the date of such meeting and shall be published in the church bulletin or Newsletter not less than two (2) weeks before such meeting. A semi-annual meeting shall be ~~is~~ held between the first and thirtieth of June, for the election of the Nominating Committee and other current business. The method of notification of members shall be the same as stated above for the annual meeting.

Section 2. Special Meetings

Special Meetings of the members may be held at said place at any time upon the call of the President, the call of a majority of the Board of Trustees, or upon the call of the Secretary at the written request of 25% of the voting members. Written notice of all special meetings, except those called for the purpose of amending and repealing the by-laws and their purposes (refer to Article X, Section 4) shall be sent to each member by mail, email or telephone at least ten (10) days in advance of such meetings.

Section 3. Quorum

A quorum necessary to conduct any business of the corporation shall consist of twenty-five per cent (25%) of the members entitled to vote. ~~However if such a quorum is not present at the commencement of any membership meeting, and with proper written notice, a majority of such members then present may adjourn the meeting for one (1) hour and reconvene to transact business by majority vote even though there is an absence or withdrawal of enough members to leave less than a quorum.~~

Section 4. Date for Trustees Meeting

The Board of Trustees at its last meeting immediately preceding the annual meeting of the members of this corporation shall ~~fix a date for the organizational meeting of the newly constituted Board of Trustees following the annual meeting of the members. The Board shall also at said final meeting~~

appoint a President pro tem to serve at ~~an~~such organizational meeting of the newly constituted Board of Trustees. This meeting~~which~~ shall be held within ten (10) days following the annual meeting.

Section 5. Trustees Organizational Meeting

The Board of Trustees at its organizational meeting shall fix a regular monthly meeting date and such meeting shall be held at the church at any hour to be fixed by resolution of the Board of Trustees. When date of the regular Board meeting has been so determined, it shall be published in the church bulletin or Newsletter and no further notice of such meetings need be given during the current year or until such regular meeting date be changed by appropriate action of the Board.

Section 6. Trustees Special Meetings

Special meetings of the Board of Trustees may be held at any time upon call of the President, or upon call of the Secretary at the request of three (3) or more members of the Board of Trustees. Notice of all special meetings shall be given members of the Board twenty-four (24) hours in advance of such meetings if made by telephone or telegramemail, or three (3) days in the event such notice is given by mail.

Section 7. Majority Decides

In all annual, semi-annual, or special meetings of the members of the corporation a majority of the ballots cast by members entitled to vote shall be sufficient to carry any measures, except in cases expressly provided for in these Bylaws. In all regular or special meetings of the Board of Trustees a majority of the ballots cast by the Trustees present and forming a quorum, shall be sufficient to carry any measure, except as otherwise herein provided.

Section 8. Parliamentary Authority

The Board ~~shall~~may appoint a parliamentarian for ~~all~~any congregational meetings of the corporation. If a parliamentarian is appointed, th~~The~~ authority for all meetings shall be the parliamentary procedures contained in Roberts Rules of Order, Revised, or other such procedural guide adopted in writing by

| [the Board of Trustees](#), where they do not conflict with these Bylaws.

ARTICLE IX

COMMITTEES AND RELATED ORGANIZATIONS

Section 1. Special and Standing

There shall be any number of standing and special committees, which committees shall be authorized by the Board of Trustees and appointed by the President of the corporation with approval by the Board, except that the committee to nominate candidates for the board shall be elected as provided in Article IV, Section 2. All church committees and organizations shall serve at the pleasure of the Board and shall be subject to removal at any time by vote of the Board of Trustees, and shall have such powers and perform such duties as may be prescribed from time to time by the Board of Trustees.

Section 2. Auditing

Before the close of each fiscal year the President may appoint a special committee to be known as the Auditing Committee, composed of three (3) members, at least one of whom shall not be a member of the Board of Trustees, and it shall be the duty of such committee to audit the books and records of the Treasurer of the corporation and to certify to the Board of Trustees in writing the results of such examination.

Section 3. Special Interest Groups

Special interest groups, committees, organizations may be formed by the vote of a majority of the members present at a meeting of the membership, or by authorization of the Board of Trustees.

Section 4. Chairperson's Membership

The chairs of all church committees and organizations must be members of the church.

Section 5. Church Council

The Board of Trustees may create a Church Council, to be composed of delegates or representatives of all church committees and organizations. It shall be the duty of the Council to coordinate all church activities and advise the Board of Trustees on matters of church policy and goals. The Vice President of the Board of Trustees shall serve as chair of the Council.

Section 6. Related Organizations

First Church may enter into working relationships with other 501(c)(3) organizations in order to further its mission and goals of promoting UU values through programs and activities serving the neighborhood, community, nation and world.

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ARTICLE X

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ENDOWMENT

The Caroline Severance Endowment Fund, whose purpose and governance is defined by special resolution adopted by the congregation, is established.

ARTICLE XI

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DISSOLUTION

In the case of dissolution of the church, all of its property, real and personal, after paying all just claims upon it, shall be conveyed to and vested in the Unitarian Universalist Association or its legal successor, and the Board of Trustees of the church shall perform all actions necessary to effect such conveyance. The corporation acknowledges the right to donate property to other 501(c)(3) entities prior to dissolution.

ARTICLE XII

REPEAL AND AMENDMENTS

Section 1. By Special Membership Meeting

These Bylaws may be repealed, or amended in any particular at a special meeting of the members of the corporation called for that purpose, upon the vote of two-thirds (2/3) of the members present and qualified to vote at such meeting.

Section 2. By Trustees

The Board of Trustees, by a vote of not less than two-thirds (2/3) of all the members of the Board, may propose the repeal or amendment of these Bylaws in any particular, subject to ratification by a majority of the members present at a special meeting called for that purpose, such meeting to be called not later than sixty (60) days following the Board's voting such proposed amendment or repeal.

Section 3. By Meetings Called By 25% of the Voting Members

These Bylaws may also be amended or repealed at a special meeting which shall be called for this purpose at a written request of 25% of the voting members.

Section 4. Twenty Day Notice

Written notice of any special meeting called for the purpose of amending or repealing the Bylaws shall be given all members of the corporation at least twenty (20) days prior to the date of such meeting, such notice to include a clear statement of the proposed amendment or repeal.



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